

BRAE CORPORATION

RECORDATION NO. 10844-Z Filed 1425

JUN 23 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10844-AA Filed 1425

JUN 23 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

VIA HAND DELIVERY

RECORDATION NO. 10844-Y Filed 1425

JUN 23 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10844-W Filed 1425

JUN 23 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

March 25, 1988

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
12th & Constitution
Room 2215
Washington, D.C. 20423

RECORDATION NO. 10844-X Filed 1425

JUN 23 1988 - 11 10 AM

Date 6-23-88

Fee \$ 65.00

CC Washington, D. C.

Dear Ms. Mergenovich: INTERSTATE COMMERCE COMMISSION

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303 are one original and four copies of the following documents:

Acknowledgment dated as of March 23, 1988 by BRAE Transportation, Inc. and Citicorp North America, Inc. (formerly Citicorp Industrial Credit, Inc.).

Assignment dated as of March 15, 1988 between BRAE Transportation, Inc. and Citicorp North America, Inc.

Lease Agreement dated as of August 1, 1988 between BRAE Transportation, Inc. and Illinois Central Gulf Railroad.

EQUIPMENT SCHEDULE A dated as of March 7, 1988 between BRAE Transportation, Inc. and Illinois Central Railroad (formerly Illinois Central Gulf Railroad), as Lessee.

For purposes of this filing, the Lease Agreement and Equipment Schedule A relate only to those 13 covered hopper railcars, AAR Mechanical Designation LO, marked as follows:

BRAX 260449
260457
260461
260471
260508
260510
260520

BRAX 260524
260525
260531
260537
260539
260541

Counterpart - Donna Lilly

Ms. Agatha Mergenovich
March 25, 1988
Page Two

The names and addresses of the parties to the transactions evidenced by the documents described above are as follows:

SECURED

PARTY: Citicorp North America, Inc.
601 Midland Avenue
Rye, New York 10580

LESSOR: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

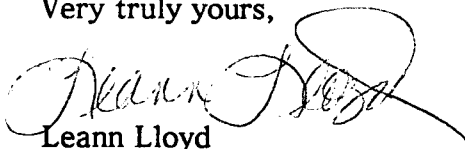
LESSEE: Illinois Central Railroad
233 North Michigan Avenue
Chicago, IL 60601

It is requested that these documents be filed and recorded under the names of the parties as set forth above. In view of the fact that they relate to the Security Agreement Chattel Mortgage and Lease Assignment dated as of September 20, 1979 between BRAE Transportation, Inc. (formerly BRAE Corporation) and Citicorp North America, Inc. (formerly Citicorp Industrial Credit, Inc.), previously recorded and assigned recordation number 10844, we request that they be assigned the next available letter designations under that primary number.

I also enclose a check in the amount of \$60.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$60.00 filing fee, (3) the enclosed copy of this letter and (4) the original and four copies of the document (retaining one for your files) all stamped with your official recordation information.

Very truly yours,



Leann Lloyd
Corporate Secretary &
Executive Legal Assistant

Enclosures

EQUIPMENT SCHEDULE A

BRAE Transportation, Inc. ("Car Company") hereby leases the following covered hopper cars to the Illinois Central ~~Car~~ Railroad ("Lessee") pursuant to that certain Agreement dated August 1, 1987:

Number
of Cars

Description

A.A.R.
Designation

37

100-ton, 4650 or
4750 cubic feet
capacity covered
hopper cars

LO

REGISTRATION NO. 10844-Y FINE TAG

JUN 23 1988 - 11 42 AM

INTERSTATE COMMERCE COMMISSION

Car Numbers

BRAX 10212
10281
16127
16172
16174
16175
16204
16211
16229
16232

BRAX 16288
16339
16436
16493
260126
260150
260197
260213
260216

BRAX 260219
260235
260252
260280
260314
260449
260457
260461
260471

BRAX 260508
260510
260520
260524
260525
260531
260537
260539
260541

Car Company and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Agreement in this Schedule.

IN WITNESS WHEREOF, the parties have executed this Schedule as of the 7th day of MARCH, 1988.

BRAE TRANSPORTATION, INC.

By 

Printed Name LEANN LLOYD

Title CORPORATE SECRETARY


ILLINOIS CENTRAL ~~Car~~ RAILROAD

By 

Printed Name G. G. HESTER

Title VICE PRESIDENT TRANSPORTATION

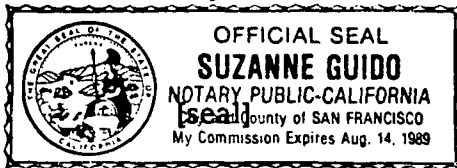
STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO)

SS.

RECORDATION NO. 10844-1 Filed (42)

JUN 23 1988 - 11 40 AM

On this 23rd day of March, 1988, LEANN LLOYD, INTERSTATE COMMERCE COMMISSION, appeared to me personally known, who being by me duly sworn says that such person is CORPORATE SECRETARY of BRAE Transportation, Inc. and that the foregoing Agreement, and Equipment Schedule A were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments were the free acts and deeds of such corporation.



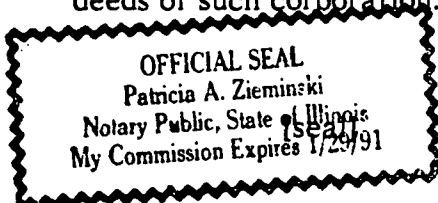
Suzanne Guido
Notary Public

My commission expires: 8.14.89

STATE OF)
COUNTY OF)

SS.

On this 7th day of March, 1988, before me personally appeared G. G. HESTER, to me personally known, who being by me duly sworn says that such person is VICE PRESIDENT TRANS of Illinois Central Railroad and that the foregoing Agreement, and Equipment Schedule A were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments were the free acts and deeds of such corporation.



Patricia A. Zieminski
Notary Public

My commission expires: 1/29/91